

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

YAAKOV LICCI, a minor, by his father and natural  
guardian ELIHAV LICCI and by his mother and natural  
guardian YEHUDIT LICCI, et al.,

Plaintiffs,

v.

AMERICAN EXPRESS BANK LTD., et al.,

Defendants.

Case No.: 08 Civ. 7253 (GBD)(MHD)

**DECLARATION OF MARK DAVID McPHERSON IN SUPPORT OF DEFENDANT  
AMERICAN EXPRESS BANK LTD.'S MOTION TO DISMISS**

I, MARK DAVID McPHERSON, declare as follows:

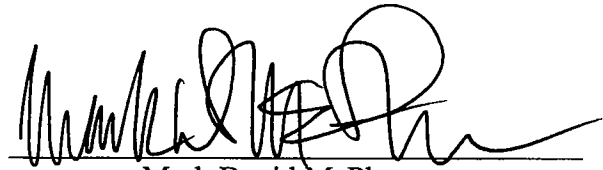
1. I am a member of the Bar of the State of New York and admitted to practice before this Court. I am a member of the law firm Morrison & Foerster LLP, counsel for defendant American Express Bank Ltd.

2. I submit this declaration in support of American Express Bank's Motion to Dismiss, and solely to put before the Court a document referred to in the Memorandum of Law In Support of Defendant American Express Bank Ltd.'s Motion to Dismiss.

3. A true and correct copy of the Written Agreement, entered into by American Express Bank Ltd. and the New York State Banking Department, dated August 6, 2007, is attached hereto as Exhibit A.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct.

Executed:     October 23, 2008  
              New York, New York

A handwritten signature in black ink, appearing to read 'Mark David McPherson', written over a horizontal line.

Mark David McPherson